

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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MOTORS LIQUIDATION COMPANY, et al.,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., et al.,	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER GRANTING MOTION OF CERTAIN NOTEHOLDERS PURSUANT TO
RULE 3018(a) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
FOR TEMPORARY ALLOWANCE OF THE NOVA SCOTIA GUARANTY
CLAIMS FOR THE PURPOSE OF VOTING TO ACCEPT OR REJECT THE PLAN**

Upon the Motion¹ of Appaloosa Management L.P, Aurelius Capital Management, LP, Elliott Management Corporation, and Fortress Investment Group LLC, each on behalf of their managed entities which hold Notes of General Motors Nova Scotia Finance Company, for entry of an Order pursuant to rule 3018 of the Federal Rules of Bankruptcy Procedure temporarily allowing the Nova Scotia Guaranty Claims in the amount of \$1,072,557,531.72, as claims under title 11 of the United States Code against the estate of Motors Liquidation Company f/k/a General Motors Corporation (“MLC”), one of the above-captioned debtors and debtors-in-possession, for the purpose of voting to accept or reject the Plan; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The Nova Scotia Guaranty Claims shall be and hereby are temporarily allowed against MLC's estate in the aggregate amount of \$1,072,557,531.72, for the purpose of voting to accept or reject the Plan prior to the confirmation hearing.

3. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2011

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE